



CORPORATION SERVICE COMPANY*

RECORDATION NO. 23 814-A FILED

AUG 04 '05

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SURFACE TRANSPORTATION BOARD

August 1, 2005

Barbara Saddler
Surface Transportation Board
Recordation Office
1925 K Street, N.W., Suite 70
Washington D.C. 20423
(202) 565-1656
(202) 565-9004 - Fax
Barbara.Saddler@stb.dot.gov

RE: 146709-1

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of May 13, 2005 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.**
1211 Avenue of the Americas, 20th Floor New York, NY 10036

Lessee: **TOTAL PETROCHEMICALS USA, INC. fka**
ATOFINA PETROCHEMICALS, INC.
15710 JFK Boulevard Houston, TX 77032

A short summary of the document to appear in the index follows:

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING INC.** and Lessee: **TOTAL PETROCHEMICALS USA, INC. fka ATOFINA PETROCHEMICALS, INC.** covering 100 hopper cars with reporting marks and numbers – CEFX 50106 – CEFX 50350 – NOT INCLUSIVE.

Please file this memorandum as a SECONDARY document to Recordation # 23814 dated 01/10/02 and return one (1) stamped original to my attention. A check covering the filing fee of thirty-three dollars (\$33.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea
Motor Vehicle Specialist

MEMORANDUM OF LEASE EXTENSION

THIS MEMORANDUM OF RAILCAR LEASE dated as of this 13th day of May, 2005, is made by THE CIT GROUP/EQUIPMENT FINANCING, INC., a Delaware corporation, with an address at 1211 Avenue of the Americas, 20th Floor, New York, New York 10036 (the "Lessor") and, TOTAL PETROCHEMICALS USA, INC. (formerly known as ATOFINA PETROCHEMICALS, INC.), a Delaware corporation, with an address at 15710 JFK Blvd., Houston, TX, 77032 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Lease Extension Certificate (the "Certificate") dated as of May 13, 2005 covering the equipment listed on Schedule A hereto (the "Equipment") and extending a Railroad Equipment Lease originally dated as of December 31, 2001 and effective as of October 23, 1999 (the "Lease"); pursuant to a Memorandum of Railcar Lease filed with the Surface Transportation Board on January 10, 2002 as recordation number 23814.

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Certificate, and the respective interests therein of the Parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby extends the Lease and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Certificate, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

THE CIT GROUP/EQUIPMENT FINANCING, INC.

By: Joseph J. Mankowski
Name: Joseph Mankowski
Title: Senior Vice President

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I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

TOTAL PETROCHEMICALS USA, INC. f/k/a ATOFINA PETROCHEMICALS, INC.

By: R. L. Charter Jr.
Name: R. L. CHARTER JR.
Title: Sr. Vice President

HPC

Schedule A

Number of Cars	Equipment Description
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100	6,221 C.F. plastic pellet covered hopper car
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1	CEFX	50106	53	CEFX	50302
2	CEFX	50130	54	CEFX	50303
3	CEFX	50136	55	CEFX	50304
4	CEFX	50145	56	CEFX	50305
5	CEFX	50149	57	CEFX	50306
6	CEFX	50154	58	CEFX	50307
7	CEFX	50160	59	CEFX	50308
8	CEFX	50161	60	CEFX	50309
9	CEFX	50162	61	CEFX	50310
10	CEFX	50163	62	CEFX	50311
11	CEFX	50175	63	CEFX	50312
12	CEFX	50176	64	CEFX	50313
13	CEFX	50178	65	CEFX	50314
14	CEFX	50179	66	CEFX	50315
15	CEFX	50181	67	CEFX	50316
16	CEFX	50182	68	CEFX	50317
17	CEFX	50186	69	CEFX	50318
18	CEFX	50187	70	CEFX	50319
19	CEFX	50188	71	CEFX	50320
20	CEFX	50193	72	CEFX	50321
21	CEFX	50194	73	CEFX	50322
22	CEFX	50198	74	CEFX	50323
23	CEFX	50202	75	CEFX	50324
24	CEFX	50204	76	CEFX	50325
25	CEFX	50206	77	CEFX	50326
26	CEFX	50209	78	CEFX	50327
27	CEFX	50211	79	CEFX	50328
28	CEFX	50213	80	CEFX	50329
29	CEFX	50214	81	CEFX	50330
30	CEFX	50215	82	CEFX	50331
31	CEFX	50216	83	CEFX	50332
32	CEFX	50218	84	CEFX	50333
33	CEFX	50221	85	CEFX	50334
34	CEFX	50224	86	CEFX	50335
35	CEFX	50226	87	CEFX	50336
36	CEFX	50229	88	CEFX	50337
37	CEFX	50232	89	CEFX	50339
38	CEFX	50235	90	CEFX	50340
39	CEFX	50236	91	CEFX	50341
40	CEFX	50237	92	CEFX	50342
41	CEFX	50241	93	CEFX	50343
42	CEFX	50242	94	CEFX	50344
43	CEFX	50243	95	CEFX	50345
44	CEFX	50244	96	CEFX	50346
45	CEFX	50246	97	CEFX	50347
46	CEFX	50247	98	CEFX	50348
47	CEFX	50248	99	CEFX	50349
48	CEFX	50249	100	CEFX	50350
49	CEFX	50272			
50	CEFX	50273			
51	CEFX	50300			
52	CEFX	50301			